



中软国际

CHINASOFT INTERNATIONAL LIMITED

中軟國際有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8216)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 JULY 2007

I/We¹ \_\_\_\_\_
of \_\_\_\_\_
being the registered holder(s) of ² \_\_\_\_\_ shares of HK\$0.05 each in the
capital of Chinasoft International Limited (the "Company"), HEREBY APPOINT³ \_\_\_\_\_
of \_\_\_\_\_
or failing him the Chairman of the Meeting as my/our proxy to act for me/us and on my/our behalf at the extraordinary general meeting (the
"EGM") of the Company to be held at Units 4607-08, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong at 3:30 p.m. on
9 July 2007 and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below,
and, if no such indication is given, as my/our proxy thinks fit.

Table with 3 columns: ORDINARY RESOLUTIONS 6, FOR4, AGAINST4. Rows (a) to (d) detailing resolutions regarding share sale, supplemental agreement, share allotment, and director authorization.

Signature5 \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007

Notes:-

- 1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE APPROPRIATE BOX MARKED "AGAINST".
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised in writing.
6. The full text of these resolutions is set out in the notice of the EGM contained in the circular issued by the Company dated 13 June 2007 which is sent to the shareholders of the Company together with this form of proxy.
7. Where there are joint holders of any share(s), any one of such joint holder may vote, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
8. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited with the Company's principal place of business in Hong Kong at Units 4607-08, 46th Floor, COSCO Tower, No. 183 Queen's Road Central, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the EGM or adjourned meeting. Completion and return of the enclosed form of proxy will not preclude you from attending and voting at the EGM should you wish.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

\* for identification purpose only